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April 28, 2015

The Honorable Board of Supervisors
County of Los Angeles
383 Kenneth Hahn Hall of Administration
500 West Temple Street
Los Angeles, California 90012

Dear Supervisors:

ADOPTED

BOARD OF SUPERVISORS
COUNTY OF LOS ANGELES

28 April 28, 2015

PATRICK OGAWA
ACTING EXECUTIVE OFFICER

**RECOMMENDATION TO AUTHORIZE THE EXECUTION OF AMENDMENT NUMBER SEVENTEEN TO THE LOS ANGELES ELIGIBILITY, AUTOMATION DETERMINATION, EVALUATION AND REPORTING SYSTEM INFORMATION TECHNOLOGY AGREEMENT WITH UNISYS CORPORATION
(ALL DISTRICTS - 3 VOTES)**

**CIO RECOMMENDATION: APPROVE (X) APPROVE WITH MODIFICATION ()
DISAPPROVE ()**

SUBJECT

This is a joint recommendation by the Department of Public Social Services (DPSS) and the Chief Information Officer that the Board approve Amendment Number Seventeen to the Los Angeles Eligibility, Automation Determination, Evaluation and Reporting (LEADER) System Agreement (County Agreement Number 68587) to increase the Total Maximum Contract Sum by \$5,568,286 to provide additional Modifications and Enhancements to LEADER to support changes to California Healthcare Eligibility, Enrollment and Retention System (CalHEERS) and the California Health Benefits Exchange (HBEx).

IT IS RECOMMENDED THAT THE BOARD:

Approve and instruct the Mayor to sign Amendment Number Seventeen (Attachment I) to County Agreement Number 68587 with Unisys Corporation (Unisys) which will:

Increase the Contract amount from \$179,875,906 to \$185,444,192 for the Second Extended Option Term, and increase the aggregate Total Maximum Contract Sum for the Agreement from

\$521,378,543 to \$526,946,829 with a net total increase of \$5,568,286.

PURPOSE/JUSTIFICATION OF RECOMMENDED ACTION

CalHEERS

In March 2010, the Patient Protection and Affordable Care Act of 2010 (ACA) was passed by Congress and signed by the President. The ACA authorizes the establishment of Health Benefit Exchanges in every state. Exchanges provide access to subsidies to reduce the cost of health coverage. In addition, the ACA expands Medi-Cal eligibility to all non-elderly individuals with incomes up to 138% of the federal poverty level. These changes are intended to provide all US citizens and legal residents with access to affordable health coverage; allow individuals, families, and small employers to evaluate their health plan options; help people apply for publicly-subsidized health coverage programs; and facilitate enrollment in health coverage that best meets their needs.

The State of California's centralized system, CalHEERS, provides Californians with access to the health coverage opportunities that are available under the ACA. The system includes an Internet portal where individuals and small employers can sign up for health coverage for themselves or their employees, and see what subsidies are available. The system allows enrollees to shop for and compare plans based on price, benefits, out-of-pocket costs, and plan quality measures.

The State of California requires Statewide Automated Welfare Systems (SAWS), including the LEADER system, to interface with CalHEERS for Medi-Cal eligibility determination, integration of eligibility results, and ACA-related cases into each system's case management and reporting functions. As Covered California continues to implement new functionality in the CalHEERS system, SAWS are required to also make changes to their systems, as well as to interface between CalHEERS and SAWS. For Los Angeles County, DPSS continues to support this project by making changes to LEADER and its interface with CalHEERS in collaboration with Covered California, the Department of Health Care Services (DHCS), County Welfare Directors Association (CWDA), and other SAWS systems.

Implementation of Strategic Plan Goals

These recommendations are consistent with the principles of the Countywide Strategic Plan, Goal 1: Operational Effectiveness: Maximize the effectiveness of processes, structure and operations to support timely delivery of customer-oriented and efficient public services.

FISCAL IMPACT/FINANCING

Amendment Number Seventeen increases the aggregate Total Maximum Contract Sum by \$5,568,286 from \$521,378,543 to \$526,946,829.

Cost for Fiscal Year (FY) 2014-15

The total estimated cost for Amendment Seventeen for FY 2014-15 is \$3,568,286. This cost will be fully subvented by the State and Federal revenue. There is no Net County Cost (NCC). The additional revenue will be included in the Department's FY 2014-15 second Mid-Year Budget Adjustment.

Cost for Fiscal Year (FY) 2015-16

The total estimated cost for Amendment Seventeen for FY 2015-16 is \$2,000,000. This cost will be fully subvented by the State and Federal revenue. There is no NCC. Sufficient funding will be included in the Department's FY 2015-16 final changes budget request.

FACTS AND PROVISIONS/LEGAL REQUIREMENTS

This Board letter and associated Amendment were reviewed by the Chief Executive Office and approved as to form by County Counsel. As with the existing LEADER System Agreement and its previous amendments and modification notices, outside counsel, Mitchell, Silberberg & Knupp LLP, reviewed and commented on the Board letter and Amendment in accordance with the Board's policy regarding technology contracts.

All terms and conditions, including information technology provisions which are part of the current Agreement, will continue to apply to the Agreement, following execution of the proposed Amendment Number Seventeen.

This is not a Prop A Contract and accordingly is exempt from the requirements of the Living Wage Ordinance.

State and Federal Approval

The funding approval for Amendment Number Seventeen has been received from the requisite State and Federal agencies.

CONTRACTING PROCESS

Unisys was selected via competitive solicitation. On September 12, 1995, the Board awarded a seven years and six months contract (with the option for two additional years) to Unisys to provide an automated welfare system. Amendment Number Three and Amendment Number Four approved by the Board extended the seven years and six months contract term by two years to April 30, 2005, making the Initial Term of the LEADER Agreement nine years and six months. On March 15, 2005, the Board approved Amendment Number Ten to extend the contract term for the optional two years, from May 1, 2005 through April 30, 2007. Amendment Number Twelve, approved by the Board on January 30, 2007, extended the LEADER Agreement for four years through April 20, 2011, with four optional one-year extensions that could extend the LEADER Agreement through April 30, 2015.

On March 15, 2011, the Board approved the County's option to exercise the first two years of County's Second Extended Option Term, from May 1, 2011 to April 30, 2013, under the LEADER Agreement. On April 9, 2013, the Board approved the County's option to exercise the last two years of County's Second Extended Option Term, from May 1, 2013 to April 30, 2015, under the LEADER Agreement. Amendment Number Sixteen approved by the Board on November 12, 2014, extended the LEADER Agreement for two (2) additional one-year periods through April 30, 2017.

IMPACT ON CURRENT SERVICES (OR PROJECTS)

The execution of Amendment Number Seventeen allows the LEADER System to comply with new State and Federal regulations and enhance CalHEERS services to the participant population.

CONCLUSION

Upon the Board's approval, the Executive Officer, Board of Supervisors is requested to return three original signed copies of the Amendment and one adopted stamped Board Letter to the Director of DPSS.

Respectfully submitted,



SHERYL L. SPILLER
Director



RICHARD SANCHEZ
Chief Information Officer

SLS:MS:ph

Enclosures

c: Interim Chief Executive Officer
Acting Executive Officer, Board of Supervisors
County Counsel
Chief Information Officer

AMENDMENT NUMBER SEVENTEEN

TO

INFORMATION TECHNOLOGY AGREEMENT

BY AND BETWEEN

COUNTY OF LOS ANGELES

AND

UNISYS CORPORATION

FOR A LOS ANGELES

ELIGIBILITY, AUTOMATED DETERMINATION, EVALUATION AND

REPORTING SYSTEM (“LEADER SYSTEM”)

(COUNTY OF LOS ANGELES AGREEMENT NUMBER 68587)

April 2015

AMENDMENT NUMBER SEVENTEEN TO
COUNTY OF LOS ANGELES AGREEMENT NUMBER 68587

TABLE OF CONTENTS

| <u>PARAGRAPH</u> | <u>TOPIC</u> | <u>PAGE</u> |
|----------------------------------|--|--------------------|
| Recitals | INTRODUCTION | 1 |
| 1. | TOTAL MAXIMUM CONTRACT SUMS | 1 |
| 2. | APPLICATION SOFTWARE MODIFICATIONS AND/OR ENHANCEMENTS DURING THE SECOND EXTENDED TERM AND ANY SECOND EXTENDED OPTION TERM | 2 |
| 3. | EXHIBIT G (SCHEDULE OF PAYMENTS) | 3 |
| 4. | INCORPORATION OF “WHEREAS” CLAUSES | 4 |
| 5. | AUTHORIZATION WARRANTY | 4 |
| 6. | OTHER PROVISIONS OF AGREEMENT | 4 |
| ATTESTATION | | 5 |
| EXHIBITS | | |
| Exhibit G (Schedule of Payments) | | |

AMENDMENT NUMBER SEVENTEEN TO
COUNTY OF LOS ANGELES AGREEMENT NUMBER 68587

68587, Supplement 17

This Amendment Number Seventeen is entered into by and between the County of Los Angeles (hereafter "COUNTY") and Unisys Corporation (hereafter "CONTRACTOR"), and amends that certain COUNTY Agreement Number 68587, dated September 12, 1995, including Amendment Number One, dated June 17, 1997, Amendment Number Two, dated July 1, 1997, Amendment Number Three, dated March 22, 1999, Amendment Number Four, dated October 10, 2000, Amendment Number Five, dated August 6, 2002, Amendment Number Six, dated May 20, 2003, Amendment Number Seven, dated November 18, 2003, Amendment Number Eight, dated January 27, 2004, Amendment Number Nine, dated November 16, 2004, Amendment Number Ten, dated March 15, 2005, Amendment Number Eleven, dated April 11, 2006, Amendment Number Twelve, dated January 30, 2007, Amendment Number Thirteen, dated November 17, 2009, Amendment Number Fourteen, dated January 8, 2013, Amendment Number Fifteen, dated June 18, 2013, Amendment Number Sixteen, dated November 12, 2014, Modification Notice Number One, dated February 13, 1996, Modification Notice Number Two, dated February 10, 1998, Modification Notice Number Three, dated April 8, 1999, Modification Notice Number Four, dated September 4, 2001, Modification Notice Number Five, dated April 30, 2002, Modification Notice Number Six, dated December 3, 2002, Modification Notice Number Seven, dated March 29, 2004, and Modification Notice Number Eight, dated January 27, 2012 (hereafter collectively the "Agreement").

WHEREAS, in accordance with the terms and conditions of the Agreement, CONTRACTOR has been managing, operating, and performing maintenance, modifications, and enhancements for the Los Angeles Eligibility, Automated Determination, Evaluation and Reporting System (hereafter "LEADER System");

WHEREAS, this Amendment Number Seventeen amends the Agreement to increase the Total Maximum Contract Sums, for the Second Extended Option Term; and

WHEREAS, the parties desire to amend the Agreement.

NOW, THEREFORE, pursuant to Subparagraph 49.6 of Paragraph 49.0 (Modification Notices and Amendments) of the Agreement, COUNTY and CONTRACTOR agree to amend the Agreement as follows:

1. Subparagraph 6.8.2.2 of Subparagraph 6.8.2 (Total Maximum Contract Sums during the Second Extended Term and any Second Extended Option Term) of Subparagraph 6.8 (Fixed Price Contract Sums and Charges During the Second Extended Term and any Second Extended Option Term) of Paragraph 6.0 (CONTRACT SUM) of the Base Agreement is amended to read:

"6.8.2.2 The Total Maximum Contract Sum (as determined by aggregating the Maximum Contract Sums specified in Subparagraphs 6.8.3.2, 6.8.5.2, and 6.8.11) for this Agreement during the Second Extended Option Term shall not exceed One Hundred Eighty-Five

Million Four Hundred Forty-Four Thousand One Hundred and Ninety-Two Dollars and No Cents (\$185,444,192.00).”

2. Subparagraphs 6.8.5.1, 6.8.5.2 and 6.8.5.3 of Subparagraph 6.8.5 (Application Software Modifications and/or Enhancements during the Second Extended Term and any Second Extended Option Term) of Subparagraph 6.8 (Fixed Price Contract Sums and Charges during the Second Extended Term and any Second Extended Option Term) of Paragraph 6.0 (Contract Sum) of the Base Agreement are amended to read:

“6.8.5.1 The Maximum Contract Sum for Application Software Modifications and/or Enhancements (CONTRACTOR’s total designated consideration for furnishing all goods and services required for the Application Software Modifications and/or Enhancements of LEADER Application Software as required hereunder) for this Agreement during the Second Extended Term shall not exceed Seventy-One Million Seven Hundred Twenty-Two Thousand Three Hundred and Eighty-One Dollars and No Cents (\$71,722,381.00). Once the Maximum Contract Sum for Application Software Modifications and/or Enhancements has been expended, CONTRACTOR shall have no obligation to perform any further Application Software Modifications and/or Enhancements unless additional funds for such work have been authorized by COUNTY.

6.8.5.2 Should COUNTY determine to extend this Agreement pursuant to Subparagraph 5.5 (Second Extended Option Term), the Maximum Contract Sum for Application Software Modifications and/or Enhancements (as defined in Subparagraph 6.8.5.1) for this Agreement during the Second Extended Option Term shall not exceed Seventy-One Million Seven Hundred Twenty-Two Thousand Three Hundred and Eighty-One Dollars and No Cents (\$71,722,381.00). The maximum sum for Application Software Modifications and/or Enhancements (as defined in Subparagraph 6.8.5.1) for this Agreement during the Second Extended Option Term to develop a LEADER System interface with CMIPS II shall not exceed One Million Nine Hundred Ninety-Nine Thousand Ninety-Five Dollars and No Cents (\$1,999,095.00). CMIPS II functionality will be incorporated into the LEADER System by Contractor in accordance with the specifications defined in Amendment Number Thirteen to this Agreement. The maximum sum for Application Software Modifications and/or Enhancements (as defined in Subparagraph 6.8.5.1) for this Agreement during the Second Extended Option Term to incorporate SAR functionality into the LEADER System shall not exceed Three Million Six Hundred Seventy-Five Thousand and No Cents (\$3,675,000.00). SAR functionality will be included into the LEADER System by Contractor in accordance with the most recent requirements set

forth in Exhibit P (All County Letter No. 12-25, dated May 17, 2012; Attachment A: Semi-Annual Reporting (SAR) Implementation Instructions). The maximum sum for Application Software Modifications and/or Enhancements (as defined in Subparagraph 6.8.5.1) for this Agreement during the Second Extended Option Term to incorporate California Healthcare Eligibility, Enrollment and Retention System (CalHEERS) and California Health Benefits Exchange (HBEx) functionality into the LEADER System shall not exceed Twelve Million Two Hundred and One Thousand Eight Hundred Eleven Dollars and No Cents (\$12,201,811.00). CalHEERS and (HBEx) functionality will be included into the LEADER System by Contractor in accordance with the specifications defined in Amendment Number 15, Subparagraph 6.8.11 to this Agreement. The maximum sum for Application Software Modifications and/or Enhancements (as defined in Subparagraph 6.8.5.1) for this Agreement during the Second Extended Option Term to support changes (CalHEERS) and (HBEx) shall not exceed Five Million Five Hundred Sixty-Eight Thousand Two Hundred and Eighty-Six Dollars and No Cents (\$5,568,286.00), pursuant to Subparagraph 6.8.5.3.

6.8.5.3 CONTRACTOR shall be reimbursed for only those Application Software Modifications and/or Enhancements which have had prior COUNTY approval and for which COUNTY has accepted completed Deliverables. CONTRACTOR's invoices submitted for these services shall include an accounting of COUNTY-approved Application Software Modifications and/or Enhancements, together with the number of person hours and the Fixed Hourly Rate for such services. The Fixed Hourly Rate is shown on Schedule X (Schedule of Payments During Second Extended Term) and/or Schedule Y (Summary Schedule of Payments During Second Extended Option Term May 1, 2011 – April 30, 2017) and/or Schedule Y-1 (Schedule of Payments During Second Extended Option Term for two (2) additional years May 1, 2015 – April 30, 2017), as applicable, of Exhibit G (Schedule of Payments)."

3. Schedule Y (Summary Schedule of Payments During Any Second Extended Option Term May 1, 2011 – April 30, 2017) of Exhibit G (Schedule of Payments) is deleted in its entirety and revised Schedule Y and Schedule Y-1 (Schedule of Payments During Second Extended Option Term additional two (2) year period (May 1, 2015 – April 30, 2017) attached hereto and incorporated herein by reference, is substituted in lieu thereof. The COUNTY may approve monthly M&E hours beyond Schedule Y-1 at the fixed hourly rate specified in Schedule Y, provided that the total M&E cost for the two (2) year contract extension period does not exceed the Maximum Contract Sum under Subparagraph 6.8.5 (Application Software Modifications and/or

Enhancements during the Second Extended Term and any Second Extended Option Term).

4. CONTRACTOR and COUNTY agree that the "Whereas" clauses in this Amendment Number Seventeen are hereby incorporated into this Amendment Number Seventeen as though fully set forth herein.
5. CONTRACTOR represents and warrants that the person executing this Amendment Number Seventeen for CONTRACTOR is an authorized agent who has actual authority to bind CONTRACTOR to each and every term, condition and obligation of this Amendment Number Seventeen and that all requirements of CONTRACTOR have been fulfilled to provide such actual authority.
6. Other Provisions of Agreement.

Except as provided in this Amendment, all other terms and conditions of Agreement shall remain in full force and effect.

AMENDMENT NUMBER SEVENTEEN TO

COUNTY OF LOS ANGELES AGREEMENT NUMBER 68587

IN WITNESS WHEREOF, the County of Los Angeles Board of Supervisors has caused this Amendment Number Seventeen to COUNTY Agreement Number 68587 to be subscribed by its Mayor, and the seal of such Board to be affixed and attested by the Acting Executive Officer thereof, and CONTRACTOR has caused this Amendment Number Seventeen to be subscribed on its behalf by its duly authorized officer, this 28th day of April, 2015.

COUNTY OF LOS ANGELES



By: Mike Antonovich

Mayor, Board of Supervisors

ATTEST:

I hereby certify that pursuant to
Section 25103 of the Government Code,
delivery of this document has been made.

Patrick Ogawa, Acting Executive Officer
of the Board of Supervisors of the
County of Los Angeles

PATRICK OGAWA
Acting Executive Officer
Clerk of the Board of Supervisors

By: [Signature]
Deputy

By: [Signature]
Deputy

UNISYS CORPORATION

By: [Signature]

Name: David A Leichner

Title: Vice President

APPROVED AS TO FORM:
Mark Saladino, County Counsel

By: [Signature]
Truc Moore
Senior Deputy County Counsel

ADOPTED
BOARD OF SUPERVISORS
COUNTY OF LOS ANGELES

33

APR 28 2015

[Signature]
PATRICK OGAWA
ACTING EXECUTIVE OFFICER

| Schedule Y - Summary Schedule of Payments During Second Extended Option Term (May 1, 2011 - April 30, 2017) | | | | | | |
|--|--|-------------------------|--------------------------|----------------------|----------------------|---------------------|
| ITEM # | PRICE ITEM | FIXED HOURLY RATE PRICE | FIXED MONTHLY RATE PRICE | FIXED ONE-TIME PRICE | MAXIMUM ANNUAL PRICE | MAXIMUM TOTAL PRICE |
| 1 | Facilities Management/Operations and Telecommunications Fixed Monthly Rate Price and Total | | \$1,410,000.00 | | \$16,920,000.00 | \$101,520,000.00 |
| 2a | Application Software Modifications and/or Enhancements Fixed Hourly Rate Price and Total - Period from May 1, 2011 to April 30, 2015 | \$105.00 | | | | \$40,320,000.00 |
| 2b | Application Software Modifications and/or Enhancements Fixed Hourly Rate Price and Total - Period from May 1, 2015 to April 30, 2017 (See Exhibit Y-1 of Exhibit G) | \$105.00 | | | | \$20,160,000.00 |
| 2c | Application Software Modifications and/or Enhancements to develop a LEADER System interface with CMIPS II Fixed Hourly Rate Price and Total | \$105.00 | | | | \$1,999,095.00 |
| 2d | Application Software Modifications and/or Enhancements to incorporate SAR Fixed Hourly Rate Price and Total | \$105.00 | | | | \$3,675,000.00 |
| 2e | Optional Application Software Modifications and/or Enhancements to support CalHEERS/HBEx changes Fixed Hourly Rate Price and Total | \$105.00 | | | | \$5,568,286.00 |
| | Total M&E | | | | | \$71,722,381.00 |
| 3 | Fixed Hourly Rate Price for Local Office Hardware Moves* | \$145.00 | | | | |
| 4 | Fixed One-Time Price for Installation of Each Additional Local Office Hardware Workstation or Laptop in the LEADER System (includes installation of all related (a) Local Office Software supplied by COUNTY and CONTRACTOR, (b) LEADER Application Software, (c) Application Software Modifications and/or Enhancements, and (d) cables, wiring and connectors, for such equipment) | | | \$145.00 | | |
| 5 | Fixed Hourly Rate Price for Installation of Each Additional Local Office Hardware Server, Printer, Switch, Router or Hub in the LEADER System* (includes installation of all related (a) Local Office Software supplied by COUNTY and CONTRACTOR, (b) LEADER Application Software, (c) Application Software Modifications and/or Enhancements, and (d) cables, wiring and connectors, for such equipment) | \$145.00 | | | | |
| 6 | CalHEERS/HBEx Modifications (see Schedule Z of Exhibit G) | | | | | \$12,201,811.00 |

*Fixed Hourly Rate Price shall commence upon CONTRACTOR's arrival at the Local Office Site; and said Fixed Hourly Rate Price shall cease immediately upon CONTRACTOR's completion of the requested service(s). No travel (mileage) charges shall apply.

Schedule Y-1 Schedule of Payments During Second Extended Option Term*
For Two (2) Additional Year Period (May 1, 2015 - April 30, 2017)

| Contract Month | Calendar Month | Monthly M&E Hours | M&E Hours for the Period | M&E Costs at \$105/hour for the Period |
|----------------|-----------------------|-------------------|--------------------------|--|
| 1-8 | May 2015 - Dec 2015 | 8,000 | 64,000 | \$6,720,000 |
| 9-15 | Jan 2016 - July 2016 | 8,000 | 56,000 | \$5,880,000 |
| 16-18 | Aug 2016 - Oct 2016 | 6,000 | 18,000 | \$1,890,000 |
| 19 - 21 | Nov 2016 - Jan 2017 | 4,000 | 12,000 | \$1,260,000 |
| 22 - 24 | Feb 2017 - April 2017 | 2,000 | 6,000 | \$630,000 |
| Total | | | 156,000 | \$16,380,000 |

*At County's sole discretion, unspent hours in any given Contract Month period may roll over to the next Month.

**Schedule Z - Schedule of Payments for CalHEERS Modifications
During Second Extended Option Term**

| SOW Ref# | DELIVERABLE | MAXIMUM PRICE | WITHHOLD AMOUNT | PAYMENT DUE |
|------------|---|----------------|-----------------|----------------|
| A4.16.1.1 | CalHEERS Modifications Project Control Document | \$212,539.00 | \$31,880.85 | \$180,658.15 |
| A4.16.2.1 | Interface Requirements Specifications Document | \$458,686.00 | \$68,802.90 | \$389,883.10 |
| A4.16.2.2 | Application Requirements Specifications Document | \$458,686.00 | \$68,802.90 | \$389,883.10 |
| A4.16.2.3 | Functional / System Use Cases Document | \$393,160.00 | \$58,974.00 | \$334,186.00 |
| A4.16.3.1 | Updated Hardware and Software Requirements Document | \$225,757.00 | \$33,863.55 | \$191,893.45 |
| A4.16.4.1 | Interface Design Specifications Document for CalHEERS Modifications | \$648,397.00 | \$97,259.55 | \$551,137.45 |
| A4.16.4.2 | Application Design Specifications Document for CalHEERS Modifications | \$648,397.00 | \$97,259.55 | \$551,137.45 |
| A4.16.5.1 | Interface Code and Unit Test Development Artifacts | \$974,759.00 | \$146,213.85 | \$828,545.15 |
| A4.16.5.2 | Application Code and Unit Test Development Artifacts | \$974,759.00 | \$146,213.85 | \$828,545.15 |
| A4.16.6.1 | Certify Development, Test and Disaster Recovery Site CalHEERS Mod. Enhanced Environment | \$1,322,242.00 | \$198,336.30 | \$1,123,905.70 |
| A4.16.6.2 | Performance Modeling Report | \$395,247.00 | \$59,287.05 | \$335,959.95 |
| A4.16.6.3 | Certify Production Site CalHEERS Modifications Enhanced Environment | \$1,817,488.00 | \$272,623.20 | \$1,544,864.80 |
| A4.16.7.1 | System and Regression Test Report | \$1,185,348.00 | \$177,802.20 | \$1,007,545.80 |
| A4.16.8.1 | Integration Test Report | \$238,399.00 | \$35,759.85 | \$202,639.15 |
| A4.16.9.1 | User Acceptance Test Report | \$224,413.00 | \$33,661.95 | \$190,751.05 |
| A4.16.10.1 | Updated LEADER System Software Documentation and LEADER System Software Implementation Plan | \$296,679.00 | \$44,501.85 | \$252,177.15 |
| A4.16.11.1 | Implementation Completion Report | \$201,031.00 | \$30,154.65 | \$170,876.35 |
| A4.16.11.2 | | \$1,525,824.00 | \$228,873.60 | \$1,296,950.40 |

Totals: \$12,201,811.00 \$1,830,271.65 \$10,371,539.35